

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED
In the Office of the
Secretary of State of Texas

Pursuant to the provisions of Article 8.05 of the Texas Business Corporations Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in Texas:

Corporations Section

1. The name of the corporation is BROWN & ROOT I, INC.

2. If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then the name of the corporation with the word or abbreviation which it elects to add thereto for use in Texas is: (If the corporate name is not available in Texas, then set forth the name under which the corporation will qualify and transact business in Texas)

3. It is incorporated under the laws of DELAWARE

4. The date of its incorporation is September 7, 1989 and the period of duration is Perpetual. (State "Perpetual" or term of years).

5. The address of its principal office in the state or country under the laws of which it is incorporated is: c/o The Corporation Trust Company
The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware

6. The address of its proposed registered office in Texas is (a P.O. Box is not sufficient) 4100 Clinton Drive, Houston, Texas 77020

and the name of its proposed registered agent in Texas at such address is Louise Brown

7. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Texas are:

To engage in any lawful business or activity for which corporations may be organized.

8. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is incorporated.

9. The names and respective addresses of its directors are: SEE ATTACHED

NAME

ADDRESS

10. The names and respective addresses of its officers are: SEE ATTACHED

NAME	ADDRESS (city & state)	OFFICE
_____	_____	_____
_____	_____	_____
_____	_____	_____

11. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITH- OUT PAR VALUE
1,000	Common	_____	\$1.00
_____	_____	_____	_____
_____	_____	_____	_____

12. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITH- OUT PAR VALUE
1,000	Common	_____	\$1.00
_____	_____	_____	_____
_____	_____	_____	_____

13. The amount of its stated capital is \$ 1,000 . (See Texas Business Corporation Act, Article 1.02A (11) for definition of stated capital).

14. Consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid for the issuance of its shares.

15. The application is accompanied by a certificate issued by the Secretary of State or other authorized officer of the jurisdiction of incorporation evidencing the corporate existence.

By Peter W. Arbour
An Authorized Officer
Peter W. Arbour, Assistant Secretary

NAME: BROWN & ROOT I, INC.

COMPANY NO.: In process of obtaining

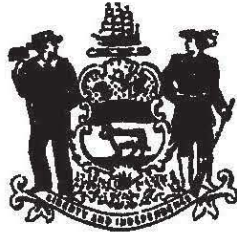
DIRECTORS:
T. L. Austin, Jr.
T. E. Knight
W. B. Pieper

OFFICERS:

T. L. Austin, Jr.	Chairman of the Board and Chief Executive Officer
W. B. Pieper	President and Chief Operating Officer
T. E. Knight	Executive Vice President and Director of Operations
J. S. Hanna	Executive Vice President - Finance
G. M. Montgomery	Senior Vice President and Director of Engineering
J. W. Wilson	Senior Vice President, General Counsel and Secretary
L. A. Ashley	Senior Vice President
J. B. Parlongo	Senior Vice President and Controller
T. Smith, III	Senior Vice President
D. H. Dodd	Vice President
D. H. Harbour	Vice President
J. M. Stevens, Jr.	Vice President and Assistant Secretary
C. D. Thompson	Vice President and Assistant Secretary
L. J. Land	Treasurer
P. W. Arbour	Assistant Secretary
Louise Brown	Assistant Secretary

ADDRESSES:

All of the above: 4100 Clinton Drive, Houston, Texas 77020
P. O. Box 3, Houston, Texas 77001



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY BROWN & ROOT I, INC. IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 12459916

DATE: 12/20/1989

ANTI-TRUST AFFIDAVIT

BROWN & ROOT I, INC., is not a trust or organization in restraint of trade in violation of the laws of the State of Texas, has not within twelve (12) months next preceding the making of this affidavit, become or been a part to any trust agreement of any kind which would constitute a violation of any antitrust law of Texas existing at the date of this affidavit, and has not within that time, entered into or been in any wise a party to, any combination in restraint of trade within the United States. No officer of this corporation has, within the knowledge of affiant, within such time and on behalf of this corporation or for its benefit, made any such contract, or entered into or become a party to any such combination in restraint of trade.



An Authorized Officer

Peter W. Arbour, Assistant Secretary

Date: DECEMBER 20, 1989

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CONSENT TO USE OF NAME

Brown & Root, Inc., a corporation organized under the laws of Texas, hereby consents to the qualification of Brown & Root I, Inc. in the state of Texas.

IN WITNESS WHEREOF, the said Brown & Root, Inc. has caused this said Consent to be executed by its Senior Vice President and attested under its corporate seal by its Assistant Secretary this 20th day of December, 1989.

BROWN & ROOT, INC.

By:  James W. Wilson PWA

Senior Vice President

ATTEST:


Peter W. Arbon
Assistant Secretary

PWA02289.CON